

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the THIRTY SIXTH Annual General Meeting of the Members of COASTAL CORPORATION LIMITED will be held on Friday, the 29th day of September, 2017 at 10.30 A.M. at the Plant Office of the Company situated at D.No.6-42, beside Toyota Showroom, Marikavalasa, Visakhapatnam-530 041, Andhra Pradesh, India.

ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements consisting of the Profit & Loss Account and Cash Flow Statement for the year ended 31st March, 2017 and the Balance Sheet of the Company as on that date, Schedules and Notes thereon together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of Rs. 1.50/- per Equity Share of Rs. 10/- each (i.e.,15%) for the financial year 2016-17.
3. To appoint a Director in place of Smt. Jeeja Valsaraj (DIN: 01064411), who retires by rotation and being eligible, offer herself for re-appointment.
4. To appoint M/s. K.P.Rao & Co.,(FRN: 003135S)- Bangalore, as Statutory Auditors of the Company, for the said purpose to consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution.

"RESOLVED THAT pursuant to the recommendations of the Audit Committee of the Board of Directors of the Company and in terms of the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, K.P.Rao & Co., Chartered Accountants, Bangalore (Registration No. 003135S), be and are hereby appointed as Statutory Auditors of the Company, in place of the retiring Auditors, M/s.K.P.Rao Associates, Chartered Accountants, Hyderabad (Registration No.003136S), to hold office from the conclusion of this Annual General Meeting until the conclusion of the Forty First Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members of the Company, at every Annual General Meeting."

"RESOLVED FURTHER THAT the Audit Committee of the Board of Directors of the Company be and is hereby authorized to determine the remuneration and reimbursement of out of pocket expenses, as may be payable to the Auditors."

SPECIAL BUSINESS:

5. **APPOINTMENT OF MR. G.V.V.SATYANARAYANA, (DIN: 00187006) AS A WHOLE TIME DIRECTOR AND PAYMENT OF REMUNERATION:**

To consider and if thought fit, to pass the resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. G.V.V. Satyanarayana (DIN:00187006), be and is hereby appointed as Whole Time Director of the Company for a period of Five years with effect from 1st October, 2017, and be designated as Director- Finance on the terms stated as under:

(i) Salary: Rs. 1,75,000/- (Rupees One Lakh Seventy Five Thousand) per month.

In addition to the salary, he shall be provided with the following perquisites:

Medical Reimbursement: Actual Expenses incurred for the Whole Time Director and his family.

Gratuity: Gratuity payable shall be in accordance with the provisions of the payment of Gratuity Act, 1972.

(ii) Commission: @1.25% on the Net Profits in addition to the Salary and Perquisites



"RESOLVED FURTHER THAT the above mentioned salary and perquisites shall be paid as minimum remuneration."

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation relating to the payment of remuneration to the managerial personnel or to Schedule V to the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary the remuneration within the prescribed limits.

RESOLVED FURTHER ALSO THAT the Board of Directors be and are hereby authorized to take all necessary steps and do all deeds and things as may be deemed expedient or desirable to give effect to this resolution."

Regd. Office:
DNo. 15-1-37/3,
Jayaprada Apartments,
Nowroji Road, Maharanipeta,
Visakhapatnam-530 002

By Order of the Board
For COASTAL CORPORATION LIMITED

T. Valsaraj
T. Valsaraj
Managing Director
DIN: 00057558



Place : Visakhapatnam
Date : 08.08.2017

Notes:

1. The related Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed here to and forms part of notes.
2. A member entitles to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company.
3. The instrument of Proxy, in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the Companies, Societies and other Juristic Persons must be supported by an appropriate resolution / authority as applicable. A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Pursuant to the Provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 22.09.2017 to 29.09.2017 for annual closing, determining the entitlement of the Members to the dividend for the Financial Year 2016-17.
5. Subject to the provisions of the Companies Act, 2013 dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid within the period of 30 days from the date of declaration, to those Members whose names appear on the Register of Members as on 21.09.2017. In respect of the shares held in dematerialized form, the dividend will be paid to the shareholders whose names are furnished by the Central Depository Services (India) Limited (CDSL) as beneficial owners as on 21.09.2017.



6. Members desiring to seek any information on the annual accounts are requested to write to the Company's Compliance Officer at least 7 (Seven) days in advance of the meeting so that the information can be made available at the meeting.
7. The members are requested to intimate to the Company any change of their address quoting their Share Ledger Folio No(s).
8. Members / Proxy holders must bring the Attendance Slip duly filled and signed, and hand over it at the entrance of the meeting hall. Xerox Copy / torn attendance slips will not be accepted at the entrance of the Meeting Hall. Members are requested to bring their copy of the Annual Report to the Meeting, as copies will not be distributed at the Meeting hall, as measure of austerity. Corporate members are requested to send to the Company's duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM.
9. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
10. In case of Joint holders attending the meeting, the Member whose name appears as the First Holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Shareholders are entitled to make nomination in respect of shares held by them in physical form, Shareholders desirous of making nominations are requested to send their requests to the Registrar and Share Transfer Agents.
12. As per the Circular Number MRD/DOP/CIR-05/2009 DT: May 20, 2009 issued by the Securities Exchange Board of India (SEBI) it is mandatory to quote PAN for transfer/transmission of shares in physical form. Therefore, the transferee(s) / legal heirs requested to furnish a copy of PAN to the Registrar and Share Transfer agents.
13. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), with the Stock Exchanges in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, the Director have furnished the requisite declarations for their appointment/ re-appointment.
14. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
15. Electronic copy of the Annual Report for the year 2016-17 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year 2016-17 is being sent in the permitted mode.
16. Members are requested to kindly register their e-mail-id with the company as you are aware that the Ministry of Corporate Affairs has taken a "Green Initiative with regard to "Corporate Governance" by allowing paperless compliances by the companies and clarified that the service of documents by Companies to shareholders can be made through electronic mode. In compliance thereof, your company proposes to implement the same by sending the Annual report, Notice of Meetings and other communications to share holders in electronic mode to the e-mail address provided by them through company email id: cclinvestors@gmail.com



17. Members who hold shares in the dematerialized form are requested to write their DP ID and Client ID and those holding shares in physical form are requested to write their Folio Number in the attendance slip and hand it over at the entrance of the Meeting Hall.
18. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days except Sunday and Holidays.
19. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
20. The Board of Directors has appointed Mr. Kuchipudi Surendra, Practicing Company Secretary (CP No.34205) Membership No. 12732, ASN Associates, Visakhapatnam as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
21. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
22. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
23. Members who have not encashed their dividend warrants from the financial year 2014-15 & 2015-16, are requested to make their claims to the company without any further delay.
24. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate. In case you are holding Company's shares in physical form, please inform Company's RTA viz. M/s. Bigshare Services Pvt. Ltd by enclosing a photocopy of blank cancelled cheque of your bank account.
25. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.

Details of Director Seeking Re-appointment at the Annual General Meeting

<u>Particulars</u>	<u>Mrs. Jeeja Valsaraj</u>
Date of Birth	01.02.1964
Date of Appointment	01.10.2004
No. of Shares held in the Company	49600

Annexure to the Notice:



EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS OF THE ACCOMPANYING NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item No. 5

APPOINTMENT OF MR. G.V.V.SATYANARAYANA, (DIN: 00187006) AS A WHOLE TIME DIRECTOR AND PAYMENT OF REMUNERATION:

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. G.V.V.Satyanarayana be appointed as Whole Time Director designated as Director – Finance.

Mr. G.V.V. Satyanarayana has been looking after the overall financial, administrative activities and Co-ordination with banks, all the departments of the Company as well as Government Departments and Authorities. He has been devoting his entire time, efforts and energy to develop this Company in all aspects including strategic financial planning, co-ordination with all Compliance Departments, Income Tax, Statutory Compliances and other related affairs of the Company since 1988. And he has been discharging his duties and responsibilities in the capacity of CFO.

The Board of Directors appointed Mr. G.V.V.Satyanarayana as Whole Time Director of the Company in their meeting held on 8th August, 2017, subject to the approval of the members in the ensuing Annual General Meeting. This Explanatory Statement may also be regarded as a disclosure under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with the provisions of Schedule V to the Companies Act, 2013, any remuneration payable to the Managerial Personnel shall have to be approved by the Nomination and Remuneration Committee and also a Special Resolution to that effect has to be passed at the General Meeting of the members of the Company for appointment and payment of such remuneration. Accordingly, as per the provisions of Schedule V to the Companies Act, 2013, the Nomination and Remuneration Committee has considered the financial position of the Company in all aspects & the profile of Mr. G.V.V.Satyanarayana and duly approved to pay the Salary & Commission as set forth in Item No.5 above.

Your Directors recommend the Resolution set forth in Item No.5 approval of the Members.

Except Mr. G.V.V. Satyanarayana, none of Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in any manner in passing the resolution.

Regd. Office:
15-1-37/3,
Jayaprada Apartments,
Nowroji Road, Maharanipeta,
Visakhapatnam-530 002

Place: Visakhapatnam
Date: 08.08.2017

By Order of the Board
For COASTAL CORPORATION LIMITED

T. Valsaraj
Managing Director
DIN: 00057558


ANNEXURE FOR E-VOTING PROCEDURE

A. The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

EVSN Reference No	170823004	E-Voting Start Date & Time	E-Voting End Date & Time
		26.09.2017 at 9.00 A.M	28.09.2017 at 5.00 P.M

****Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 21.09.2017, are entitled to vote on the resolutions set forth in this Notice.**

- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as Physical Shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Serial Number (refer Serial No. printed on the name and Address Sticker/Postal Ballot Form) in the PAN Field. • In case the Serial Number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL Letters. Eg. if your name is Vikas Rao with Serial Number 1 then enter VI00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your Demat account or in the Company Records for the said Demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Demat account or in the Company Records for the said Demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member ID / Folio Number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.



- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for Resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

B. In case of members receiving the physical copy of notice of 36th Annual General meeting by courier (for members whose e-mail ids are not registered with the Company/Depositories):

Please follow all steps from Sl. No. (i) to Sl. No. (xvii) Above to cast vote.



ROUTE MAP AND LANDMARK

